



Annual General Meeting of Shareholders

2013

Agenda

**of the Annual General Meeting of Shareholders (the 'AGM') of
STMicroelectronics N.V.
established in Amsterdam, the Netherlands, to be held on June 21,
2013 at 11.00 a.m. CET at the Sofitel The Grand Hotel, Amsterdam,
the Netherlands**

1. Opening
2. Report of the Managing Board on our 2012 financial year (*discussion item*)
3. Report of the Supervisory Board on our 2012 financial year (*discussion item*)
4.
 - a. Adoption of our statutory annual accounts for our 2012 financial year (*voting item*)
 - b. Dividend policy (*discussion item*)
 - c.
 - (i) Allocation of result (*voting item*)
 - (ii) Adoption of a dividend (*voting item*)
 - d. Discharge of the sole member of our Managing Board (*voting item*)
 - e. Discharge of the members of our Supervisory Board (*voting item*)
5. Approval of the stock-based portion of the compensation of our President and CEO (*voting item*)
6. Amendment of the compensation of the members of our Supervisory Board (*voting item*)
7. Appointment of members of our Supervisory Board:
 - a. Appointment of Janet G. Davidson as member of our Supervisory Board (*voting item*)
 - b. Appointment of Alessandro Ovi as member of our Supervisory Board (*voting item*)
8. Approval of our new four-year Unvested Stock Award Plan for the Management and Key Employees (*voting item*)
9. Authorization to our Managing Board, for eighteen months as of our 2013 AGM, to repurchase our shares, subject to the approval of our Supervisory Board (*voting item*)
10. Question time (*discussion item*)
11. Close

In accordance with article 30 paragraph 2 of our Articles of Association and Dutch law,



persons entitled to attend and, to the extent applicable, to vote at our AGM will be those who were recorded as having those rights on May 24, 2013 (the '**Record Date**'), in a register designated by our Managing Board for that purpose, regardless of whether they are shareholders or other persons entitled to attend our AGM at the time of our AGM. This means that shareholders and other persons entitled to attend our AGM do not need to block the relevant shares from the Record Date until the date of our AGM.

Copies of our statutory annual accounts, which include the reports of our Managing and Supervisory Boards, the proposed resolutions (including shareholders' information) and the personal data of the proposed members of our Supervisory Board as referred to in Section 2:142 subsection 3 of the Dutch Civil Code, as well as the other information included pursuant to law will be deposited for inspection by our shareholders and other persons entitled to attend our AGM at our offices at Schiphol (Schiphol Boulevard 265, 1118 BH Schiphol Airport, the Netherlands) as of April 26, 2013 up to and including the date of our AGM. These documents will also be available on our website www.st.com.